

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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| In re: |) | Chapter 11 |
| |) | |
| NORTHWESTERN CORPORATION, |) | |
| |) | Case No. 03- 12872 (CGC) |
| |) | |
| Debtor. |) | Proposed Hearing Date: August 25, 2004 at 9:00 a.m. Arizona time |
| |) | Objection Deadline: August 25, 2004 at 9:00 a.m. Arizona time |

NOTICE OF MOTION

PLEASE TAKE NOTICE, that the above-captioned debtor and debtor in possession (the "Debtor"), has filed the Motion Of NorthWestern Corporation For An Order (A) Approving Debtor's Second Amended Disclosure Statement And Summary Disclosure Statement; (B) Establishing Procedures For Limited Resolicitation And Tabulation Of Votes On Debtor's Second Amended And Restated Plan Of Reorganization; (C) Approving The Form And Manner Of Notice; And (D) Granting Related Relief (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE, that the Debtor has also filed with the Bankruptcy Court the Debtor's Motion and Order to Shorten Time for Notice and Response (the "Motion to Shorten Time") with respect to the Motion.

PLEASE TAKE FURTHER NOTICE, that the Motion, *inter alia*, seeks entry of an order approving the Debtor's Second Amended Disclosure Statement and a separate Summary Disclosure Statement summarizing such Second Amended Disclosure Statement as each containing "adequate information" with respect to the Debtor's Second Amended and Restated Plan of Reorganization (the "Second Amended Plan"), authorizing procedures for limited resolicitation of the Second Amended Plan from the holders of claims in Classes 7, 8 and 9 by the transmission of a copy of the Summary Disclosure Statement (in the form approved by the Court) and Ballot to each such holder, (c) approving the form and manner of notice in connection with such resolicitation, and (d) granting related relief.

PLEASE TAKE FURTHER NOTICE, that this is not a solicitation of acceptances or rejections of the Second Amended Plan. Acceptances and rejections may not be solicited unless and until the Second Amended Disclosure Statement and Summary Disclosure Statement are approved pursuant to an order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE, that the Second Amended Disclosure Statement, Summary Disclosure Statement and the Second Amended Plan are on file with the Clerk of the Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801, and may be examined by any interested party at any time during regular business hours, or a copy thereof may be obtained by submitting a written request for such documents to the Debtor's Balloting Agent: Kurtzman Carson Consultants, LLC, 12910 Culver Blvd., Suite I, Los Angeles, California 90066-6709, or by viewing the documents on the Balloting Agent's website at <http://www.kccllc.net/northwestern>.

PLEASE TAKE FURTHER NOTICE, that to the extent that the Bankruptcy Court approves the Motion to Shorten Time, Objections to the Motion, if any, must be made at or before the hearing on the Motion to be held on **August 25, 2004 at 9:00 a.m. Arizona time** before the Honorable Charles G. Case, II, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Arizona, 2929 North Central Avenue, 9th Floor, Phoenix, Arizona 85012.

PLEASE TAKE FURTHER NOTICE, that parties in interest may either attend the hearing on the Motion in person or participate in the hearing via teleconference. Attorneys wishing to participate in the hearing by telephone shall make arrangements with Debtor's Counsel at least two business days prior to the hearing.

PLEASE TAKE FURTHER NOTICE, that the Debtor reserves all right to file an amendment or amendments to the Second Amended Disclosure Statement and/or Summary Disclosure Statement or Second Amended Plan as provided therein or otherwise pursuant to the Bankruptcy Code and Federal Rules of Bankruptcy Procedure, at any time prior to the Bankruptcy Court's entry of an order granting substantially all of the relief set forth in the Motion.

TO THE EXTENT THAT THE BANKRUPTCY COURT APPROVES THE MOTION TO SHORTEN TIME, A HEARING WILL BE HELD BEFORE THE HONORABLE CHARLES G. CASE, II, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF ARIZONA, 2929 NORTH CENTRAL AVENUE, 9TH FLOOR, PHOENIX, ARIZONA 85012, on August 25, 2004 at 9:00 a.m. Arizona time.

Dated: Wilmington, Delaware
August 18, 2004

GREENBERG TRAURIG, LLP

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